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the X-MEN™

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"WAR..." IN A WORLD OF DARKNESS!"

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X-MEN! THE MOST UNUSUAL FIGHTING TEAM OF ALL TIME!

"WAR ..IN A WORLD OF DARKNESS!"

PROFESSOR X HAS BEEN CAPTURED!!

THOSE FIVE WORDS ALONE SUFFICE TO EXPLAIN THE FEELING OF NAMELESS DREAD WHICH HANGS LIKE A TAPESTRY OF FEAR OVER X-MEN HQ! BUT, FOR SUCH AS THESE, TO DREAD IS NOT TO DESPAIR...

FEATURING: THE MATCHLESS MALEVOLENCE OF THE MACABRE MOLE MAN.. AND THE RUTHLESS ENTITY KNOWN AS... TYRANNUS!

WE'LL FIND THE PROFESSOR--WE'VE GOT TO! UNFORTUNATELY, WHOEVER ABSCONDED WITH HIM ALSO HAD TIME TO WRECK OUR JUST-REPAIRED CEREBRO!

IT WOULD APPEAR TO BE OPEN SEASON ON MUTANT-LOCATING MACHINES!

STILL, HANK, THAT CONFIRMS OUR THEORY THAT FACTOR THREE IS COMPOSED LARGELY OF EVIL MUTANTS!

THEY WANTED TO MAKE CERTAIN THAT WE DON'T FIND THEM --BEFORE THEY'RE READY TO MAKE THEIR BID FOR WORLD CONQUEST!

AND, IF THEY SUCCEED IN SOMEHOW GAINING PROFESSOR XAVIER'S KNOWLEDGE, THEY MIGHT JUST MAKE IT!

STAN LEE PROUDLY PRESENTS A PANORAMIC PANOPLY OF PACE-SETTING PINNACLES:

A NEW KIND OF SCRIPTING SUPREMACY BY: ROY THOMAS!

A NEW HEIGHT IN ARTISTIC ACCOMPLISHMENT BY: DAN ADKINS!

THE SAME OLD LETTERING BY: J. FELDMANN

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WELL, AT LEAST THE *MANUAL-LABOR* PART OF OUR TASK IS FINISHED!

ALL THAT REMAINS IS A FEW HOURS OF COMPLICATED *WIRING!*

AND, FOR *THAT,* ICEMAN AND THE ANGEL CAN'T BE OF ANY *HELP!* SO, YOU TWO MIGHT AS WELL *TURN IN!*

LOOK, IF YOU'RE TRYING TO SAY THAT BOBBY AND I CAN'T *PULL OUR WEIGHT--*

USE YOUR *HEAD,* MAN! I JUST DON'T WANT ALL FIVE OF US *BLEARY-EYED* IF FACTOR THREE DECIDES TO *ATTACK* AGAIN!

SCOTT'S *RIGHT,* WARREN!

NOW, YOU AND BOBBY HAVE A BITE TO *EAT* AND GET SOME *REST--* BEFORE I TAKE YOU OVER MY KNEE *TELEKINETICALLY!!*

YOU TALKED US *INTO* IT, JEANIE-- AND *HOW!*

GOOD! THEN, I CAN GET BACK TO *COLLEGE!*

BUT, AS THE OTHERS RETIRE TO THE *KITCHEN* FOR A WELL-DESERVED *SNACK...*

THAT BATTLE WITH THE *JUGGERNAUT* PUT US ALL ON *EDGE!** I SHOULDN'T HAVE *BARKED* AT ANGEL LIKE THAT!

HE UNDER-STANDS, SCOTTY --*BELIEVE* ME!

ALL THAT MATTERS IS THAT WE FIND THE *PROFESSOR* --BEFORE IT'S *TOO LATE!*

*AS ROUSINGLY RECOUNTED *LAST ISH!* --SMILIN' STAN.

THE NEXT MOMENT, HOWEVER, CYCLOPS STRIDES FROM THE ROOM, AND...

WARREN, --I WANTED TO APOLOGIZE FOR PULLING *RANK* ON YOU! GUESS I'M TIRED *MYSELF!*

SCOTT'S SO *THOUGHTFUL--* SO *SELFLESS!* MAYBE... THAT'S WHY I *LOVE* HIM SO!

FORGET IT, PAL! I WAS *OUT OF LINE!*

WAKE ME WHEN YOU'RE *DONE,* AND I'LL *STAND WATCH!*

SOME TIME LATER, AS A WEARY *JEAN GREY* ENTERS HER ROOM AT *METRO COLLEGE...*

HELLO, CAROLE! JUST GETTING IN FROM A *LATE DATE?*

YES! BY THE WAY, *TED ROBERTS* WANTS YOU TO CALL HIM!

HE SAID IT WAS TERRIBLY *URGENT!*

OH? IT'S A *TOLL CALL!* --SO, I'LL USE THE *PAY PHONE!*

AND SO...

I KNOW TED SUSPECTS I'M *MARVEL GIRL!*

HE MUST HAVE HEARD OF OUR BATTLE WITH THE *JUGGERNAUT...* AND BE AFRAID THAT I WAS *HURT!*

WHEN HE ANSWERS --WHAT SHALL I *SAY* TO HIM?

YET, EVEN THE LOVELY MUTANT IS UNPREPARED FOR THE WORDS SHE ACTUALLY HEARS ...

JEAN! THIS IS TED --I'M AT MY BROTHER'S RESEARCH LABS!

RALPH'S BEEN CAPTURED! YOU'VE GOT TO GET THE X-MEN OVER HERE --TO HELP ME RESCUE HIM!

BUT, WHAT HAPPENED? AND, WHY DO YOU THINK I CAN REACH THE X-MEN--?

PLEASE, JEAN--I'VE NO TIME TO EXPLAIN! JUST TRY TO GET THEM HERE--RIGHT AWAY!!

KLIK!

TED! ARE YOU THERE, TED?

HE HUNG UP! AND, HE'S HARDLY THE KIND TO PULL A STUNT, JUST TO GET ME TO REVEAL MY SECRET IDENTITY!

IF HE SAYS HIS BROTHER RALPH WAS CAPTURED IT MUST BE TRUE! BUT, --CAPTURED BY WHOM??

THUS IT IS THAT, SCANT SECONDS AFTERWARD...

NUTS! NO USE TRYING TO SLEEP--NOT WHILE THE PROFESSOR'S IN DANGER! I --

THE PHONE! BUT, WHO'D BE CALLING AT THIS HOUR?

"RRR"ii"i"N"NG

WHOEVER IT IS, THEY'D BETTER HAVE A GOOD EXCUSE!

AND MARVEL GIRL HAS PRECISELY THAT! FOR, A FEW MINUTES LATER...

MOVE, BOBBY! JEAN SAID IT WAS URGENT!

OH WELL, I WAS TIRED OF COUNTIN' SHEEP, ANYWAY!

BUT, WHAT ABOUT SCOTTY AND HANK!

WE WON'T DISTURB THEM UNLESS WE HAVE TO! CEREBRO'S GOTTA BE FIXED!

WHEW! WE REALIZE OUR STORY IS JUMPING AROUND FRANTICALLY, FAITHFUL ONE--BUT, BEAR WITH US! ANY PAGE NOW, WE'LL SETTLE DOWN TO A DEAD HEAT!

BEFORE LONG, IN A SECLUDED AREA NEAR METRO COLLEGE...

HOP ABOARD, JEANIE! WE GOT HERE AS FAST AS WE COULD!

IT'S A GOOD THING OUR PLANE IS EQUIPPED WITH AN AUTO-GIRO HOVERING DEVICE --SINCE OUR 'COPTER GOT SMASHED!

STILL, I'D BETTER GET ON AS FAST AS POSSIBLE!!

WE DON'T WANT ANY LATE-NIGHT STROLLERS TO FIND OUT THAT MARVEL GIRL IS ONE OF THE CAMPUS CO-EDS!

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SOON, THE SMALL JET PLANE IS STREAKING ABOVE THE WATERS OF **LONG ISLAND SOUND**-- NOT TO MENTION THE GROUNDS OF THE FAST-GROWING **ROBERTS RESEARCH, INC.** ...

YOU KNOW, BOYS, IT JUST **OCCURRED** TO ME--RALPH WAS ON **TV** THE OTHER DAY, TALKING ABOUT A NEW **GOVERNMENT PROJECT!**

COULD **FACTOR THREE** HAVE DECIDED TO CAPTURE **HIM**, TOO?

I DON'T KNOW, JEAN! I JUST WANT TO GET TO THE **BOTTOM** OF THIS--SO WE CAN CONCENTRATE ON FINDING THE **PROFESSOR!**

IT SEEMS LIKE JUST **YESTERDAY** THAT RALPH ROBERTS HAD **AMNESIA**-- AND ATTACKED US AS THE **COBALT MAN!***

AND NOW, HIS BROTHER SAYS HE'S IN SOME KIND'A **DANGER!** I WONDER WHAT IT COULD **BE!?**

*ACTUALLY, IT WAS SEVERAL **WEEKS** AGO--IN **X-MEN** #31! --STICKLER STAN.

THEN, A FEW MINUTES LATER...

THE **X-MEN!** THANK HEAVEN YOU'VE **COME!** BUT, THERE ARE ONLY **THREE** OF YOU!

THE OTHERS WILL BE HERE IF WE **NEED** THEM, TED! NOW, WHAT--?

YOU'VE GOT TO **HELP** ME! RALPH--HE'S **GONE**-- TAKEN AS A PRISONER TO THE **CENTER OF THE EARTH!**

HUH? SLOW DOWN A BIT, FELLA!

YEAH! MAYBE YOU'D BETTER START THE **STORY FROM SCRATCH!**

ALRIGHT--BUT, WE DON'T HAVE MUCH **TIME!** IF RALPH DOESN'T DO WHAT HE'S TOLD BY **TYRANNUS**--HE'LL BE KILLED BEFORE WE CAN **RESCUE** HIM!

TYRANNUS? WE'VE HEARD **RUMORS** OF A GUY BY THAT NAME --THE RULER OF A WORLD **BENEATH THE EARTH!** BUT, WE THOUGHT THEY WERE **LEGENDS**--

AND, I'M TELLING YOU THEY'RE **TRUE!** TYRANNUS **EXISTS!**

WE AGREED I WOULDN'T **SPEAK** MUCH--TO PROTECT MY IDENTITY! YET, TED'S SO **UNNERVED**-- HE HARDLY **NOTICES** ME!

LET ME TELL YOU WHAT **HAPPENED!** THEN, MAYBE YOU'LL **BELIEVE** ME!

AS YOU KNOW, RALPH'S EXPERIMENTS DEAL MAINLY WITH COBALT--AND HIS ATTEMPTS TO CREATE EVER-STRONGER ALLOYS OF IT!

WELL, JUST LAST WEEK HE MADE A SCIENTIFIC BREAKTHROUGH!

"BECAUSE HE KNEW I WAS INTERESTED, HE CALLED ME AT METRO THIS AFTERNOON--AND, A FEW HOURS LATER, I ARRIVED HERE ..."

LOOK, LITTLE BROTHER! EVEN THAT POWERFUL LASER BEAM HAS NO EFFECT ON MY SUPER-COBALT ALLOY!

IT'S MANY TIMES STRONGER THAN STEEL--AND ITS MELTING POINT IS TWICE THAT OF NORMAL COBALT!

THEN--WHAT YOU SAID ON TV IS TRUE!

WITH A SHIP BUILT OF THAT STUFF--YOU COULD TRAVEL TO THE EARTH'S CORE!

"WHAT I DIDN'T KNOW--WHAT I COULDN'T SUSPECT--WAS THAT, AT THAT VERY MOMENT, THE INCREDIBLE HAD HAPPENED! THE EARTH'S CORE--WAS COMING TO US...."

HURRY, YOU MINDLESS DOLTS!

IN THAT BUILDING IS THE ONE WE HAVE COME SO FAR TO CAPTURE!

WE HEAR AND OBEY, EXCELLENCY!

"EVEN AS RALPH AND I TALKED, THE SILENT FIGURES DREW EVER CLOSER! THEN, SUDDENLY, WE HEARD THE SOUND OF GUNFIRE NEARBY..."

IT'S ONLY A MATTER OF TIME UNTIL--WHAT'S THAT??

SHOOTING--JUST OUTSIDE THE LAB!!

SOME ENEMY AGENTS MUST BE AFTER YOUR ALLOY!

THEY'RE BATTLING YOUR GUARDS! WE'VE GOT TO ESCAPE--WITH THE SAMPLE!!

YES--IF ONLY THE DOOR WILL HOLD FOR A FEW SECONDS--!

"BUT, BEFORE RALPH COULD FINISH--"

FWAP!

THE GUARDS ARE FINISHED! AND, THERE IS THE ONE WE SEEK!

TAKE HIM--ALIVE! HE SHALL BECOME MY SLAVE!!

"DESPERATELY, I RUSHED FORWARD, BUT..."

FOOL--YOU ARE OF NO VALUE TO ME!

'TIS THE OTHER WHO SHALL CONQUER A WORLD FOR TYRANNUS!

BWOK!

NO! YOU CAN'T--UNNNHHH!

"I WENT DOWN FOR THE *COUNT*--TO THE SOUNDS OF *STRUGGLE* IN A SEA OF *VOICES*..."

WE *HAVE* HIM, EXCELLENCY!

CAN'T *ESCAPE*! THEIR GRIPS ARE LIKE *IRON*!

OF COURSE! DO WE NOT DWELL BENEATH THE *EARTH* ITSELF?

NOW, COME--TYRANNUS HAS *USE* FOR YOUR PRECIOUS NEW DISCOVERY!

FOR, WITH IT, I I SHALL DEFEAT MY *ARCH-FOE* --THE ACCURSED *MOLE MAN*!

GOT TO STAY AWAKE--HELP *RALPH*!

BUT--MY *HEAD* HURTS SO BAD! PASSING OUT--!

THAT'S ALL I *REMEMBER*! THE *GUARDS* REVIVED FIRST--AND WOKE *ME*!

SO--I'VE *FOULED UP* AGAIN! *GLASS-JAW ROBERTS*--OUT LIKE A LIGHT FROM *ONE PUNCH*!

DON'T BLAME *YOURSELF*, TED!

ONLY SOMEONE WHO WAS *MORE THAN HUMAN* COULD SURVIVE AT THE *EARTH'S CORE*! YOU DIDN'T HAVE A *CHANCE*!

WE *MUTANTS* JUST MIGHT, THO--IF ONLY WE HAD A WAY OF *GETTING* THERE--!

THAT'S JUST *IT*! YOU *DO*!!

WHAT? LEAD US *TO* IT, PAL!

THEN, AS THE GRIM FOURSOME HEAD FOR A *HIGHLY-RESTRICTED* SECTION OF THE NEW BUILDING...

WHAT *I* DON'T GET, TED, IS WHY YOU CALLED THE *X-MEN*!

AFTER ALL, THE *GOVERNMENT* HAS A STAKE IN THIS! WHY NOT THE *ARMY*?

--I'M AFRAID TYRANNUS MIGHT *KILL* RALPH IF A *LARGE FORCE* WENT AFTER HIM!

BUT A *HANDFUL* OF US MIGHT TAKE HIM BY *SURPRISE*!

TED STILL HARDLY *LOOKS* AT ME!

COULD I BE *WRONG* IN THINKING THAT HE *SUSPECTS*? AND YET--

HOWEVER, SECONDS LATER, ALL SUCH THOUGHTS ARE *FORGOTTEN*, AS...

HOLY HANNAH! IF THAT'S WHAT I *THINK* IT IS--!!

IT'S AN ATOMIC-POWERED *EARTH-BORER*--FITTED WITH PLATES OF RALPH'S NEW *SUPER-COBALT*!

HE SAID HE HADN'T *TESTED* IT YET--BUT WE MUST *TRY* IT!

WE *MUST*!

STILL, HOW WILL WE *FIND* TYRANNUS--AND *RALPH*?

SHE'S GOT A GOOD *POINT* THERE, TED!

I HOPE YOU'VE GOT AN EQUALLY GOOD *ANSWER*!

THE BORER'S EQUIPPED WITH GIZMOS DESIGNED TO LOCATE *POWER SOURCES*!

AND, MAYBE THEY'LL FIND *TYRANNUS* THE SAME WAY!

MOMENTS AFTERWARD, NOT FAR FROM THE LAB...

LOOK! I GOT A GEIGER COUNTER WHILE I WAITED FOR YOU--AND IT LED ME STRAIGHT TO THIS FIFTY-FOOT PIT!

TYRANNUS MUST HAVE GONE DOWN AT THIS POINT--AND FILLED MOST OF THE TUNNEL IN AFTER HIM!

BUT--WITH THE EARTH-BORER, MAYBE WE COULD OPEN IT UP AGAIN!

ONE THING'S FOR SURE--WE'VE GOTTA TRY!

FOR, MUCH MUCH MORE THAN EVEN RALPH'S LIFE IS AT STAKE!

IF HIS CAPTOR LEARNS THE SECRET OF THAT SUPER-HARD ALLOY--HE MAY BE ENCOURAGED TO INVADE THE SURFACE WORLD!

I JUST CHECKED OUT THE SHIP, ANGEL! IT LOOKS PRETTY SIMPLE TO OPERATE--

BUT, IT'S ONLY GOT ROOM FOR A CREW OF THREE!

THAT WORKS OUT JUST FINE... 'CAUSE TED'S GOT TO STAY HERE AND ACT AS OUR CONTACT MAN!

ME STAY HERE? NOTHIN' DOING! I--

IT'S THE ONLY WAY, TED! YOU MIGHT NOT EVEN SURVIVE DOWN THERE!

A CORPSE WON'T DO YOUR BROTHER ANY GOOD!

OKAY,--I'LL PLAY IT YOUR WAY! BUT, I DON'T HAVE TO LIKE IT!

THEN, IN THE NEXT FEW FATEFUL MINUTES, WARREN WORTHINGTON'S AUTOMOBILE KNOW-HOW SERVES HIM IN GOOD STEAD...

THIS GO-BUGGY ISN'T EXACTLY MY MUSTANG--BUT, I THINK I'LL GET THE HANG OF IT FAST ENOUGH!

I'LL KEEP YOU ADVISED ON DEPTH READING, SCOTT!

GOOD GIRL! HOW'S THE GEIGER-SCOPE WORKING, ICEMAN?

LIKE A CHARM, DRIVER-MAN! JUST ONE LITTLE QUESTION, IF YOU DON'T MIND--

WHEN WE FIND TYRANNUS AND HIS PLAYMATES--THEN WHAT??

DO UNTO OTHERS AS THEY WOULD DO UNTO YOU--ONLY DO IT FIRST!

ALRIGHT, PEOPLE--IT'S MOMENT-OF-TRUTH TIME! WHEN I PRESS THIS BUTTON--WE MOVE OUT!

3--2--1--

ZERO!

AT THE YOUNG MUTANT'S TOUCH, THE STRANGE VEHICLE LUMBERS FORWARD--OUT OF THE LAB--AND TOWARDS THE YAWNING CHASM...

SCOTTY--THE BORER'S GOIN' OVER THE EDGE TOO FAST!!

I'M COUNTING ON IT'S SUCTION-TIPPED TREADS TO HOLD US, BOBBY!

IF THEY DON'T--

BUT WE ARE DESTINED NEVER TO HEAR THE ANGEL'S DIRE *FOREBODINGS*-- FOR, THE NEXT *MICROSECOND*...

YOU *DID* IT, WARRY!!

THOSE NUTTY *TREADS*-- THEY'RE *HOLDING*!

THAT ISN'T *ALL*, BOBBY! TAKE A PEEK AT THE JOB OUR *FRONTAL LASER'S* DOING!

IT'S BLASTING THROUGH THE DIRT AND ROCKS AHEAD LIKE THEY WERE *COBWEBS*!

FOR LONG, ANXIOUS MINUTES, THE UNIQUE CRAFT MOVES DOWNWARD--EVER *DOWNWARD*--AT A STEADY, DELIBERATE RATE! THEN, *SUDDENLY*--

UH OH! *LOOK ALIVE*, CREW! ACCORDING TO THE 'SCOPE, TYRANNUS' SHIP MUST'A *LEVELED OFF* HERE!

YET, WE'RE ONLY *TWENTY MILES DOWN*! AND-- WAIT! LOOK *AHEAD*!

WE'VE BURST INTO A LARGE *CAVERN*!

STOP ADMIRIN' THE *VIEW*--AND *DO* SOMETHING!

WE'RE HEADIN' SMACK-DAB TOWARDS THE BIGGEST STALAGMITE I EVER *SAW*!

HOLY HANNAH! EVEN THE *LASER* WON'T TAKE OUT ALL OF *THAT* BABY FAST ENOUGH!

BRACE YOURSELVES, X-MEN! WE'RE GONNA *HIT*...!

SKR...

AND, HIT THEY *DO*! YET, SCANTS MOMENTS LATER, THREE UNHARMED FIGURES SCRAMBLE FROM THE ONLY SLIGHTLY-DAMAGED *EARTH-BORER*...

THIS CAVERN IS *HUGE*--SEEMINGLY *ENDLESS*! IT MUST EXTEND FOR *MILES*-- UNSUSPECTED BY THE EARTH *ABOVE*!

A LAND OF *PERPETUAL TWILIGHT*--YET BATHED IN AN EERIE, EMERALD *GLOW*! IT'S LIKE *ANOTHER WORLD*!

YEAH--ONE STRAIGHT OUT OF A *JULES VERNE* YARN!

NOW I KNOW HOW *ALICE* FELT WHEN SHE FELL DOWN THAT *RABBIT-HOLE*! WHAT *IS* THIS PLACE, ANYWAY?

YOU ARE ON THE OUTER EDGE OF THE *MANTLE*, FOOLS--A LAYER COMPOSED OF *MAGNESIUM* AND *SILICATES!*

I HOPE ITS DECOR *PLEASES* YOU--FOR, YOU SHALL NEVER *LEAVE* HERE--*ALIVE!*

WH--? WHO'S *THAT?* WHERE--?

IT MUST BE-- *TYRANNUS!!*

OVER THERE-- ON THAT *BOULDER!*

WHAT?? YOU DARE CALL *ME* BY THAT ACCURSED NAME?

FOR THAT, YOU SHALL PERISH *SLOWLY*-- AFTER YOU CRY OUT FOR *MERCY!*

THAT *RAY!* IT HIT A LARGE *ROCK* IN FRONT OF ME--AND *DISINTEGRATED* IT!

WHAT'S MORE, IF WE DON'T *SPLIT.* IT MIGHT JUST DO THE SAME TO *US!*

YET--IF HE ISN'T *TYRANNUS*-- THEN WHO *IS* HE?

ZZIT!

ONE FAR *MIGHTIER* THAN HE--WHOM HE WILL SOON CALL *MASTER!* I AM... THE *MOLE MAN!*

AND, IT PLEASES *ME* THAT *MY VOICE* SHALL BE THE LAST THING YOU *HEAR!*

UNNNH! HE *MISSED!* THANKS FOR THE *LIFT*, GAL!

MY *PLEASURE*, ICEMAN!

JUST ONE *CHANCE!* IF I CAN *TAKE FLIGHT* --ZERO IN ON HIM FROM THE *SIDE*--!

PTHAK!

AND...

IT *WORKED!* I GOT HIM--BEFORE HE COULD FIRE THAT *POPGUN* AGAIN!

YOU DARE TO LAY YOUR HANDS ON HIM WHO SHALL SOON BE RULER OF THE *EARTH?*

MISTER, YOU SURE DO A LOT OF *DARING!* I ALMOST FEEL I OUGHTTA SAY "*MOTHER MAY I?*"

BUT THEN, AS THE *VIOLENTLY STRAINING* MOLE MAN *BREAKS AWAY* FROM ANGEL'S GRIP...

COME, MY SUBJECTS! PROTECT YOUR BELOVED RULER FROM THESE *INTRUDERS!*

HURRY, YOU WITLESS NON-ENTITIES --OR YOUR PUNISHMENT SHALL BE BEYOND *DESCRIPTION!*

UH OH! WHAT'S HE CALLING IN *NOW*--THE *SECOND STRING?!*

WELL, WADDAYA KNOW! I WAS *RIGHT!*

BUT, *WHAT* A SECOND STRING! THOSE FOUR CHARACTERS LOOK LIKE THE NIGHT-SHIFT FROM THE *UGLY* FACTORY!

AND, THEY'RE SURE NOT HERE TO GIVE US THE *KEYS TO THE CITY!*

KILL THE INVADERS-- AS THE MASTER *COMMANDOS!*

AS LONG AS YOU'RE HOSTILE *ANYWAY*-- I MIGHT AS WELL *ATTACK!*

THE *BEST DEFENSE*, AND ALL THAT!

KILL HIM! WE ARE *FOUR AGAINST ONE!*

YET, IT IMMEDIATELY BECOMES APPARENT THAT THE BANEFUL *BEM'S** HAVE SOMEWHAT MISFIGURED THE *ODDS*...

WHAM!

FIRST, THEY RUSHED ALL OF US--THEN, WHEN HE MOVED, ONLY *WARREN!*

THESE CREATURES *SEEM ALMOST MIND-LESS*--WHICH MAY ENABLE US TO *BEAT* THEM!

*BUG-EYED MONSTERS, FOR YOU UNINITIATED ONES OUT THERE! --STAN THE SCIENCE-FICTION FAN.

NOT ONLY *THAT*, GAL! THEY'RE ABOUT AS SHORT ON *BRAWN* AS THEY ARE ON *BRAIN!*

BUT, THEY KEEP *COMIN'!* NOTHING SEEMS TO *SCARE* 'EM--OR MAKE THEM *RETREAT!*

STILL, SON, THAT *ICE-PACK* OF YOURS OUGHT TO TAKE CARE OF *THAT* ONE!

ANGEL! ICEMAN! THE MOLE MAN'S ESCAPING!

MR. 3-D GOGGLES DECIDED HE'D *SKIP OUT* WHEN THINGS DIDN'T GO HIS WAY, HUH?

C'MON! I'M BETTING WE CAN *CATCH* HIM --AND FIND OUT WHAT CONNECTION HE HAS WITH *TYRANNUS!*

CAREFUL, BOTH, OF YOU! REMEMBER --WE'RE ON HIS *HOME GROUND!*

HAH! IT DOESN'T MATTER *HOW* CAREFUL THOSE SURFACE FOOLS ARE!

IF THEY FOLLOW ME, THEY WILL HAVE *DEFEATED* THEMSELVES --JUST AS I *PLANNED!*

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MOMENTS LATER, AS THE PURSUING TEENAGERS ROUND A BEND IN THE TWILIGHT GLOOM ...

THE MOLE MAN'S GONE... VANISHED!

HE PROBABLY KNOWS THIS PLACE LIKE THE BACK OF HIS HAND! HE COULD BE ANYWHERE!

YET, HE ACTED LIKE HE WANTED US TO FOLLOW HIM!

AND THIS UNDERGROUND STREAM HE LED US TO-- WHAT'S THAT MIST RISING FROM IT?

IT MAKES ME FEEL...STRANGE!

SUDDENLY... CAN'T SEEM TO REMEMBER... WHY WE CAME HERE--OR EVEN WHERE WE ARE!

IN FACT, WHO AM I? AND... WHO ARE YOU TWO?

I...I DON'T KNOW, EITHER! IT'S AS IF I JUST CAME INTO EXISTENCE!

IN A SENSE YOU DID, FEMALE-- WHEN YOU BREATHED THE MAGIC MISTS OF THE RIVER LETHE!!

BUT NOW, WHILE YOU DIGEST THE SIGNIFICANCE OF THAT FATEFUL REMARK FROM STAGE RIGHT-- WHAT ABOUT RALPH ROBERTS, THE MAN WHOM THE ILL-STARRED TRIO SET OUT TO RESCUE?

FUNNY YOU SHOULD ASK, FRANTIC ONE...

WORK FASTER, SLAVE! SOON, MY LONG-STANDING RIVALRY WITH THE ACCURSED MOLE MAN SHALL BE AT AN END!

RECENTLY, HE DEVELOPED A GIANT ROBOT OF SOLID DIAMOND--SO, I MUST HAVE ONE COATED WITH YOUR NEW, EVEN STRONGER SUPER-COBALT ALLOY!

AND, IF I DON'T COOPERATE WITH YOU--I'LL BE DESTROYED!

THEN, I HAVE NO CHOICE! BUT I WARN YOU--MY NEW ALLOY HAS NOT YET BEEN TESTED OVER LONG PERIODS!

SILENCE, FOOL--AND ACTIVATE MY ROBOT!

AH--IT MOVES! MY INDESTRUCTIBLE CREATION LIVES!

YES--AND MAY THE LORD HAVE MERCY ON US ALL!

TYRANNUS LEFT ME NO CHOICE BUT TO OBEY HIM--OR DIE! HIS ROBOT WAS ALREADY COMPLETED--NEEDING ONLY A COATING OF MY SUPER-HARD COBALT AS ARMOR!

BUT, HE DOESN'T KNOW ONE THING...

JUST THEN, THE COMMANDING VOICE OF *TYRANNUS* RINGS OUT...

LET THE ROBOT *HALT!* I SHALL USE HIM *LATER*--WHEN THE INVENTION OF MY *FOE* ATTACKS!

NOW THAT I'VE DONE YOUR DIRTY WORK--LET ME *GO!*

NAY! LATER, I SHALL INVADE *YOUR* WORLD --AND, YOU CAN EQUIP AN *ARMY* OF INVINCIBLE WARRIORS FOR ME!

NEVER! I'LL *DIE* FIRST!

THAT, TOO, CAN BE ARRANGED, IMPETUOUS ONE!

THE NEXT SECOND, BEFORE AN ANGRY RALPH ROBERTS CAN LEAP *FORWARD*...

SO--YOU WOULD DARE LIFT YOUR HAND AGAINST THE *PRESENCE IMPERIAL!?*

FOR THAT, YOU SHALL KNOW THE DANK DARKNESS OF THE ROYAL *DUNGEON*-UNTIL YOU SWEAR *ALLEGIANCE* TO ME! TAKE HIM *AWAY!*

DON'T HOLD YOUR BREATH WHILE YOU'RE *WAITING* PAL!

COME, PRISONER --WHILE YOU YET CAN!

GOT TO *PLAY ALONG** HOPE FOR A CHANCE TO *ACT!*

WHILE, NOT FAR ABOVE...

IT'S FORTUNATE THAT WARREN *JOTTED DOWN* HIS DESTINATION, EH, SCOTTY?

YES, HANK! *MEMO PADS* ARE HANDY IN MORE WAYS THAN *ONE!*

WHOOPS! STEADY WITH THAT *ROPE*, BIG FELLA! IT'S STILL A *LONG WAY DOWN!*

SOON, AS THE TWO INTREPID X-MEN *COMPLETE* THEIR PERILOUS DESCENT...

GREAT GOING, MR. McCOY! YOU SPOTTED THE EARTH-BORER'S TRACKS LIKE A *HAWK!*

ELEMENTARY, MY DEAR CYCLOPS-- SINCE TED HAD THOROUGHLY *DESCRIBED* THEM TO ME!

I WONDER WHERE OUR COMRADES-AT ARMS WERE *HEADING!*

YOUR GUESS IS AS GOOD AS *MINE*, HANK!

BUT, FROM WHAT TED TOLD US ABOUT THAT CHARACTER CALLED *TYRANNUS*, THEY MIGHT JUST NEED A *HAND!*

AND, THE BOUNTIFULLY-ENDOWED *BEAST* IS PREPARED TO *LEND* THEM ONE--*ECONOMY-SIZED!*

KEEP YOUR EYES OPEN! WE'VE GOT TO BE READY FOR *ANYTHING!*

THAT, MR. SUMMERS, IS INDEED THE MOST *SUPERFLUOUS* OF SUGGESTIONS!

MEANWHILE, LET'S LOOK IN ON THE NOT-TOO-DISTANT CASTLE OF THE MACABRE MOLE MAN--

...WHERE, IT WOULD APPEAR, A TRIO OF MIXED-UP MUTANTS HAVE BECOME WILLING GUESTS--OF A SORT...

BEHOLD, MY MINIONS, THE MOLE MAN'S NEWEST CREATION--A 30-FOOT DIAMOND ANDROID!

NO KNOWN METAL CAN HARM IT--WHILE ITS SWORD SMASHES MY FOE'S STRONGEST DEFENSES WITH EASE!

IT'S IMMENSE--TERRIFYING!!

WE'RE FORTUNATE TO BE YOUR LOYAL SERVANTS, MASTER!

HAH! THE RIVER LETHE--WHICH CAUSES MEN TO FORGET THEIR VERY IDENTITIES--HAS EVER BEEN DEEMED A MYTH BY THE SURFACE MULTITUDES!

HOW IRONIC THAT NOW, THRU ITS MYSTERIOUS MISTS, I HAVE GAINED CONTROL OF THREE X-MEN... WHILE USING AN OXYGEN MASK TO AVOID FALLING UNDER ITS SPELL MYSELF!

HEED MY WORDS, SLAVES! FOR MANY DAYS, MY DIAMOND CREATURE HAS WREAKED HAVOC UPON MY ENEMY'S FORCES!

WITHIN THE HOUR, IT SHALL MAKE ITS FINAL, CONCLUSIVE ATTACK--WITH THE THREE OF YOU BY ITS SIDE--UPON THE STRONGHOLD OF TYRANNUS!

TYRANNUS!? HOW FAMILIAR THAT NAME SEEMS TO ME--!

IF ONLY WE COULD REMEMBER--!

IT SEEMS SOMEHOW CONNECTED TO A MISSION--BUT, WHAT BUSINESS HAVE SLAVES WITH A MISSION?

THEIR MINDS ARE TOO STRONG! I MUST ACT QUICKLY--TO PRESERVE MY PRECARIOUS HOLD ON THEM!

YOU NEED ONLY KNOW THAT YOU ARE MY BONDSMEN--AND THAT TYRANNUS IS YOUR FOE BECAUSE HE IS MINE!

NOW, WATCH--AND WITNESS THE INVINCIBLE POWER AT MY FINGERTIPS!

THE NEXT SECOND, THE AWESOME MECHANICAL GIANT SEEMS TO LIVE--TO FEEL--TO HATE!!

OBSERVE! MY THOUGHTS HAVE BECOME HIS THOUGHTS--MY BRAIN, HIS BRAIN!

WHAT POWER ON EARTH COULD STAND UP TO THAT?

SWIISHH!

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THEN, AT THE MEREST TOUCH OF A BUTTON, THE GLEAMING ENGINE OF DESTRUCTION BECOMES ONCE MORE A MOTIONLESS *STATUE*...

NOW THAT YOU KNOW THE FULL EXTENT OF MY *MIGHT*, IT IS TIME FOR YOU TO *STRIKE*--FOR THE GREATER GLORY OF THE *MOLE MAN!*

MY EVERY COMMAND SHALL BE INSTANTLY RELAYED TO YOU THRU THE *ANDROID*-- AND YOU SHALL UNHESITATINGLY *OBEY* IT!

WE EXIST ONLY TO *SERVE* YOU, MASTER!

YOUR FOES ARE *OUR* FOES!

WE FIGHT-- FOR THE *MOLE MAN!*

GOOD! THEY REMAIN FULLY MY SUPER-POWERED *PAWNS!*

YET, I WONDER WHERE THE *OTHER* X-MEN ARE!?

AS A MATTER OF FACT, WE'D KIND'A LIKE TO KNOW THAT *OURSELVES!* AND SO, WITH A MYSTIC WAVE OF THE MIGHTY MARVEL *MAGIC WAND*...

HMMM... OUR COLLEAGUES APPARENTLY WENT NO FURTHER IN THE EARTH-BORER THAN THEY COULD *SKID!*

STRANGE... BECAUSE THE SHIP SEEMS HARDLY *DAMAGED!*

LET'S CLIMB *INSIDE*, AND SEE WHAT WE CAN *FIND OUT!*

SCANT MOMENTS LATER...

I WAS *RIGHT!* THE CONTROLS RESPOND *PERFECTLY!*

THEN, WE'LL CONTINUE OUR SEARCH IN *THIS* ARMORED BABY!

THE BAREFOOT BEAST'S TENDER TOOTSIES *THANK* YOU, SCOTTY BOY!

BUT, SCARCELY ARE THE PURPOSEFUL PAIR *UNDER WAY*--WHEN THEY COME UPON AN EERIE SUBTERRANEAN SPECTACLE --BUT, ONE WHOSE SIGNIFICANCE THEY CANNOT BE EXPECTED TO *GRASP*...

„THE LEGENDARY, ALL-BUT-FORGOTTEN RIVER CALLED... *LETHE!!*

THAT UNDERGROUND STREAM LOOKS *UNUSUAL*, CYKE! WHAT SAY WE EXAMINE IT *FURTHER?*

LATER, HANK! THE SEVERAL SETS OF TRACKS WE SAW LED *PAST* IT--AND THAT'S JUST WHERE *WE'RE* GOING!

HANG ON TO YOUR *WATER-WINGS*, SON! HERE'S WHERE WE FIND OUT IF THIS THING *FLOATS!*

THUS, INSIDE THE SEALED *EARTH-BORER*, THE TWO LUCKY MUTANTS AVOID THE SINISTER FATE WHICH HAS BEFALLEN THEIR *FELLOW X-MEN*...

...WHILE AT A SITE NOT FAR AWAY, ANOTHER FIGURE APPROACHES A SECOND SMALL BODY OF WATER-- THE FORMIDABLE FIGURE OF TYRANNUS!

BEFORE I SEND MY COBALT WARRIOR INTO COMBAT, I MUST FIRST SIP THE WATERS OF THIS FABLED POOL!

IN OUR LAST ENCOUNTER, THE MOLE MAN CAPTURED THESE GROUNDS--AND THEREBY ALMOST DEFEATED ME!*

FOR, I CANNOT LIVE WITHOUT DRINKING DAILY FROM... THE FOUNTAIN OF YOUTH!

*AS CLAMOROUSLY CHRONICLED IN ASTONISH #80 -- OR DID WE SAY THAT ALREADY? --INSECURE STAN.

ERE LONG, I SHALL DRINK THIS PRECIOUS LIQUID ON THE SURFACE, FROM WHICH I WAS BANISHED CENTURIES AGO!

TODAY, THE MOLE MAN --TOMORROW, THE WORLD!!

YET, NO SOONER HAS TYRANNUS RETURNED TO HIS OWN THRONE ROOM, WHEN...

EXCELLENCY! THE DIAMOND CREATURE AGAIN ATTACKS OUR CITADEL--THIS TIME, MORE FIERCELY THAN EVER!

BUT, THIS TIME, TYRANNUS IS PREPARED FOR ITS ONSLAUGHT!

SUMMON THE CAPTIVE SURFACE-DWELLER TO ME!

HURRY, FOOL! WE DARE NOT DELAY!

AND, IT WOULD APPEAR THAT TYRANNUS KNOWS WHEREOF HE SPEAKS! FOR, AT THIS VERY MOMENT, IN THE MOAT WHICH SURROUNDS THE DARKNESS-ENSHROUDED PALACE...

SWAK!

KLUNK!

...A FLASHING BLADE OF SOLID DIAMOND SLICES THROUGH A DOOMED WATCH-TOWER...

THEN, A FEW HEARTBEATS LATER...

SO THAT'S WHY YOU NEEDED MY SUPER-COBALT!

WHAT ELSE COULD STAND A CHANCE AGAINST A ROBOT OF DIAMOND?

TRUE, ROBERTS! WE WERE SORELY BESIEGED...

BUT NOW, SEE HOW THE GLITTERING ANDROID TURNS!

AND, TURN IT *DOES*--AS ITS ELECTRONICALLY-ACTIVATED *EYES* BEHOLD A GIGANTIC, FEARSOME *APPARITION* THUNDERING ITS WAY...

THE INFERNAL *TYRANNUS* HAS DEVISED SOME MECH-ANIZED WARRIOR OF HIS *OWN!*

YET, DIAMOND IS THE HARDEST OF *SUBSTANCES!* HOW CAN MY FOE HOPE TO *WIN?*

STILL, I SHALL ORDER MY THREE *MUTANT SLAVES* TO STAY BACK-- IN CASE THE *IMPOSSIBLE* HAPPENS!

BUT, THE NEXT MOMENT, AS TWO MAMMOTH FORMS *CLASH* FOR THE FIRST TIME...

KRANG!

...IT SPEEDILY BECOMES CLEAR THAT THE IMPOSSIBLE *IS* HAPPENING!!

WHAK!

BACK-- EVER BACK-- THE STRICKEN DIAMOND ANDROID IS DRIVEN BY THE COBALT WARRIOR --AS THE CATAPHONIC SOUNDS OF COMBAT ECHO THRU THE TWILIGHT CAVERNS...

G!

SPEEEAA

HARDER, YOU BRAINLESS BRUTE-- *HARDER!!* TYRANNUS MUST HAVE *VENGEANCE* FOR THE INDIGNITIES SUFFERED AT THE HANDS OF THE MOLE MAN'S MUTE *MONSTER!*

BUT, AS THE DIAMOND ROBOT FALLS--THE INSENTIENT VICTIM OF A STRONGER, MAN-MADE ALLOY --AN UNEXPECTED FORCE ENTERS THE FRAY...

WE MUST DESTROY THE WARRIOR ANDROID --FOR THE MOLE MAN!

AND YET, THE STRANGE TELEKINETIC POWERS I POSSESS CANNOT TOPPLE IT!

WHAT WE CAN'T DO BY SHEER STRENGTH. WE MUST ACCOMPLISH BY OTHER MEANS!

TRY TO HOLD THE MONSTER BACK-- WHILE I PURSUE MY PLAN!

THOUGH THE HIGH-FLYING ANGEL DOES NOT REMEMBER HIS TRUE IDENTITY, HE STILL RETAINS HIS PREVIOUS KNOWLEDGE-- AND SO...

OUR FOE SEEMS TO SEE ELECTRONICALLY --WITH SOME SORT OF BUILT-IN RADAR!

IF SO, THEN MAYBE THIS HANDFUL OF MUD AND ROCKS WILL DO WHAT THE DIAMOND CREATURE COULD NOT!

THEN, AS THE WINGED MUTANT FLIES DANGEROUSLY CLOSE TO HIS PREY...

YOU TWO STAY BACK! THE ANDROID IS MINE!

SWOOP!

MUST ATTACK WITH SPLIT-SECOND TIMING! IN OTHER WORDS--

NOW!

I DID IT! I GOT SO CLOSE THAT ITS BLADE CAN'T REACH ME!

BUT, HE'LL SHAKE ME OFF IN A MOMENT! MUST HOPE THIS METAL-LADEN MUD DOES THE TRICK!

KRAK!

INSTANTS LATER, AS THE ANGEL HAS SOARED TO A PLACE OF SAFETY...

THE ROBOT WAS BLINDED--AS I HOPED--BY THE MAGNESIUM AND SILICATES IN THE MUD!

IT FELL INTO THAT LAVA-HEATED PIT! BUT, WHAT MADE IT EXPLODE??

BOOM!

BUH-

WHILE, FROM A VANTAGE POINT ABOVE, TYRANNUS WONDERS THE SAME THING...

HOW COULD MERE HEAT DESTROY MY ANDROID --WHEN DIAMOND COULD NOT-- UNLESS--?

HE REALIZES THAT I SABOTAGED IT --BY MIXING SUBSTANCES WITH LOW HEAT RESISTANCE INTO ITS COBALT ARMOR!

IF I DON'T ACT FAST-- I'M A DEAD MAN!

OKAY, WORLD-BEATER--LET'S SEE HOW GOOD YOU ARE WITHOUT A TEN-TON ROBOT TO BACK YOU UP!

I'M A BIT PAST MY COLLEGE BOXING PRIME--BUT, I'M BETTING I CAN STILL TAKE YOU!

KRAASH!

WOK!

}UNNHH! HURRY, YOU WITLESS FOOLS!

AND, BEFORE RALPH CAN MAKE HIS ESCAPE...

WE HAVE HIM, EXCELLENCY!

MAYBE SO--BUT YOU DON'T HAVE MY SUPER-COBALT FORMULA!

AND, YOU NEVER WILL!

PERHAPS--BUT, YOU SHALL NOT LIVE TO BOAST OF YOUR ACTIONS!

MEANWHILE, ALMOST DIRECTLY BELOW...

THAT RAY BLAST--IT MUST HAVE COME FROM TYRANNUS HIMSELF!

HE'S IN THAT TOWER--WITH ONLY A HANDFUL OF TROOPS!

WE MUST CAPTURE HIM --AS WE WERE COMMANDED!

THUS, STILL UNDER THE INFLUENCE OF THE MISTS OF LETHE, THE TRIO ATTACK...

WHO ARE YOU-- AND WHY DO YOU FIGHT FOR THE MOLE MAN?

WE ARE HIS LOYAL SERVANTS-- HE IS OUR MASTER!

THE ANGEL! THANK HEAVEN!

YET--WHY DOES HE SAY HE'S THE SLAVE OF TYRANNUS' FOE?

MY LEVITATIONAL POWER BROUGHT US HERE! NOW TO STOP TYRANNUS!

WHILE YOU DO, I'LL IMMOBILIZE THESE LOVELIES!

CAN'T MOVE! THE GIRL IS HOLDING ME-- SOMEHOW!

MEANWHILE, HAVING REACHED THE NEARBY STRONGHOLD OF THE MOLE MAN, CYCLOPS AND THE BEAST ARE PURSUING PLANS OF THEIR OWN...

THE OTHER X-MEN'S TRACKS LED HERE-- AND, NOTHING'S KEEPING US OUT!

BUT GENTLY, LAD--GENTLY!

KA-T!

REMEMBER --VIOLENCE IS THE LAST REFUGE OF THE INCOMPETENT!

MOMENTS LATER, INSIDE...

WHAT HAPPENED TO YOUR POLICY OF NON-AGGRESSION, MR. McCOY?

YOU FORGET MY ALTERNATE ADAGE, MR. SUMMERS...

A FOOLISH CONSISTENCY IS THE HOBGOBLIN OF LITTLE MINDS!

WHATEVER THESE GOONS ARE PROTECTING MUST BE BEHIND THAT DOOR!

OPTIC-BLASTS, DO YOUR DUTY!

AND, INDEED, THE MUTANTS' DEPUTY LEADER WAS NEVER RIGHTER...

WHAT--WHO'S THAT? HAVE MY X-MEN SLAVES RETURNED--?

NO--WAIT! IT'S TWO MORE OF THEM! KEEP BACK!!

PTHOW

WHAT FOR? AND LET YOU REACH THAT GUN TO MOW US DOWN?

YOU KNOW A LOT ABOUT JEAN AND THE OTHERS --SO, YOU'RE COMING WITH US!

KA-F-

THEN, WITH A SLIGHTLY DAZED MOLE MAN IN TOW AS HOSTAGE, THE INTREPID PAIR ARE OFF ONCE MORE ON THEIR DESPERATE MISSION...

I TELL YOU, YOUR FELLOW X-MEN ARE MY ALLIES--IN MY BATTLE AGAINST THE EVIL TYRANNUS!

YOU MUST BELIEVE ME--I MEAN THE OUTER WORLD NO HARM!

SORRY, MOLEY-- BUT, WE'VE SEEN THE FANTASTIC FOUR'S FILE ON YOU, SO IT'S NO NO DICE!

NOW, DIRECT US TO TYRANNUS --OR ELSE!

SOON, AS WE SWITCH OUR SWINGING SCENE FOR ALMOST THE LAST TIME--

FROM THE LOOKS OF THINGS, THERE'S BEEN A REAL BATTLE ROYAL GOING ON HERE! I--ANGEL! WHAT'RE YOU--?

YOU'VE DARED LAY HANDS ON THE MASTER! FOR THAT, YOU MUST DIE!

I FORGOT! THE MOLE MAN SAID THE OTHERS ARE UNDER THE SPELL OF THE RIVER LETHE!

LOOK OUT, SCOTTY! HE'S TRAVELING WITH ENOUGH VELOCITY TO DEMOLISH YOU--!

DON'T WANT TO HURT WARREN! MUST STOP HIM WITHOUT USING MY OPTIC BLASTS!

MAYBE THIS WILL SLOW YOU DOWN LONG ENOUGH FOR ME TO TRY OUT THIS SPRAY-GUN OF MOLEY'S!

GOT HIM! BUT, IF HE DIDN'T HAVE AMNESIA, HE'D HAVE MANAGED TO SIDE-STEP ME!

THWIP!

OHHHH--
-MY HEAD!

WAK!

NOW TO SEE IF THE MOLE MAN TOLD THE TRUTH ABOUT THAT MISTS OF LETNE BUSINESS!

IF HE DID, THIS ANTIDOTE RAY HE CONCOCTED FOR US SHOULD--

WHERE AM I? GOTTA GET UP-- FIND THE PROFESSOR--!

IT WORKED! HE'S COMING AROUND!

LATER, WHEN JEAN AND BOBBY HAVE BEEN SIMILARLY TREATED...

I ADMIT DEFEAT, SURFACE-HUMANS! RELEASE ME--AND YOU MAY DEPART UNHARMED!

THIS IS HARDLY YOUR DAY FOR DICTATING PEACE-TERMS, FRIEND!

THEN, DO YOUR WORST, FOOLS! A MONARCH DOES NOT FEAR TO DIE!

WE'RE NOT AS MERCILESS AS YOU, TYRANNUS! BUT, WE DO HAVE AN IDEA ABOUT WHAT TO DO WITH YOU AND THE MOLE MAN!

LET'S JUST CALL IT... A LITTLE SOMETHING TO FORGET US BY!

PERSONALLY, I'D JUST AS SOON FORGET THEM!

NO--NOT THAT! YOU WOULD NOT DARE--!

SHORTLY THEREAFTER, AS THE EARTH-BORER HEADS SPEEDILY SURFACEWARD...

MAYBE THIS ISN'T THE THING TO SAY RIGHT NOW--

BUT, IT'S BEEN TWO DAYS SINCE WE HAD ANY SHUT-EYE, CREW!

43 HOURS, 27 MINUTES-- TO BE PRECISE, LAD!

WE STILL MUST DEAL WITH THE FACT THAT RALPH'S BROTHER SEEMS TO KNOW OUR ALTER EGOS!

YET, THAT CAN WAIT--TILL AFTER OUR SHOWDOWN WITH FACTOR THREE!!

THANK HEAVEN THOSE TWO WARLORDS DIDN'T LEARN THE SECRET OF MY INVINCIBLE ALLOY!

I ONLY HOPE YOUR SOLUTION ENDS THEIR THREAT--PERMANENTLY!

20

WHILE, IN THE ETERNAL TWILIGHT FAR BELOW...

IF ONLY I KNEW MY NAME--OR HOW I CAME TO THIS FORSAKEN PLACE--!

SOMEHOW--SOMEWHERE-- I RECALL AN ANTIDOTE TO THIS PLAGUE OF A BLACKENED MEMORY!

BUT, I CANNOT REMEMBER! PERHAPS--IT WAS ONLY A DREAM--!

20

WOULDJA BELIEVE...

SPIDER-MAN IS AN AGENT OF--FACTOR THREE?! THE X-MEN DO-- NEXT ISH!!

'NUFF SAID!